

GOODWIN PROCTER LLP

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

Adv. Pro. No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

**VERIFIED STATEMENT PURSUANT TO
BANKRUPTCY RULE 2019 OF GOODWIN PROCTER LLP**

Daniel M. Glosband certifies as follows:

1. I am an attorney and a member of the firm of Goodwin Procter LLP

("Goodwin"). I am admitted to practice before the State Courts of the State of New York and the

Commonwealth of Massachusetts, as well as, inter alia, the United States District Courts for the District of Massachusetts, the Southern District of New York and the District of Connecticut, the District of Vermont, the United States Courts of Appeals for the First Circuit and the Supreme Court of the United States. On behalf of Goodwin, I hereby submit this verified statement (the “Verified Statement”), pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (as amended, the “Bankruptcy Rules”), in connection with Goodwin’s representation in these chapter 11 cases of certain parties as set forth herein.

2. Goodwin has been engaged (the “Engagement”) as legal counsel individually and directly by each Client (as defined below) solely in its individual or other specified capacity and solely in connection with presentation of each Client’s position on the so-called “net equity issue” framed by this Court’s Order Scheduling Adjudication of the Net Equity Issue for purposes of determining its claim as a customer of the Bernard L. Madoff Investment Securities, LLC (“BLMIS”).

3. Goodwin files this Verified Statement to disclose its Engagement by each of the individual entities listed on Schedule A hereto that asserts a claim against the BLMIS for the amount of the net equity in their customer account with BLMIS (each, a “Client”).

4. Goodwin has been engaged by each Client solely as legal counsel, and Goodwin’s Engagement is limited to each such Client’s common interest in (a) presenting its position on the net equity issue and (b) sharing legal fees and costs with respect to the foregoing. Neither Goodwin nor any of its Clients represents any other claimant or holder of other claims against or interests in the Debtors in respect of the net equity issue. Goodwin does represent other claimants against the Debtors but they have chosen not to participate in presenting this memorandum on the net equity issue to the Court.

5. The value of the net equity in each of the Client's accounts is subject to a dispute with the Trustee. As such, Goodwin is unable to disclose the current value of the Clients claims because this court has not made a final determination of the method that will be used to determine net equity in any customers account. Certain of Goodwin's Clients may hold other claims against one or more of the Debtors, which are not the subject of Goodwin's Engagement.

6. As of the date hereof, Goodwin is not aware of any claim it holds against the Debtors. However, Goodwin may at some future time seek to have its fees and disbursements in connection with its representation of the parties set forth herein paid by the Debtors' estates pursuant to the Bankruptcy Code or any applicable agreement.

7. Goodwin reserves the right to modify, revise and supplement this Verified Statement to reflect any changes hereto.

8. The undersigned certifies that this Verified Statement is true and accurate to the best of his knowledge and belief. Goodwin reserves the right to revise and supplement this Verified Statement.

Dated: November 13, 2009

GOODWIN PROCTER LLP

By: /s/ Daniel M. Glosband

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Norman E. Lesser Rev. 11/97 Rev. Trust, Paula
E. Lesser 11/97 Rev. Trust and Jane L.
O'Connor as Trustee of the Jane O'Connor
Living Trust*

SCHEDULE A

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